

# Exhibit “A”



## **PRIVATE PLACEMENT MEMORANDUM**

BY ACCEPTING THIS PRIVATE PLACEMENT MEMORANDUM ("PPM"), YOU, THE OFFEREE SHALL KEEP IN CONFIDENCE THE CONTENTS OF THIS PPM AND THE CONTENTS OF ANY AND ALL ATTACHMENTS. INFORMATION HEREIN SHALL ONLY BE SHARED WITH THE OFFEREE'S ACCOUNTING AND LEGAL COUNSEL.

## CONFIDENTIALITY

No person has been authorized to give any information or to make any representations in connection with the offer made by this Private Placement Memorandum, nor has any person been authorized to give any information or make any representations other than those contained in this Private Placement Memorandum, and if given or made, such information or representations must not be relied upon.

This Private Placement Memorandum does not constitute an offer to sell or solicitation of an offer to buy in any jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this Private Placement Memorandum nor any sale made hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of our company since the date hereof.



**FYRE DEFINES HOW WE ENGAGE AUDIENCES,  
CONSUME MEDIA AND SHARE CONTENT BY  
CONNECTING CONSUMERS,  
CELEBRITIES AND BRANDS THROUGH LIVE EXPERIENCES.**

Understanding that today's cohort interacts, engages and follows a new generation of role models who are defining today's culture, the FYRE platform changes the way how they interact with their fans, followers and brands.



# FYRE BOOKINGS

## THE PROBLEM

RECORDED MUSIC REVENUE IS UNDER PRESSURE.

ARTISTS ARE SEEKING NEW WAYS  
OF EARNING REVENUE AS THE  
MUSIC INDUSTRY BUSINESS MODEL  
HAS BECOME DISRUPTED.

**LIVE BOOKINGS IS THE FASTEST GROWING  
SEGMENT OF THE ENTERTAINMENT INDUSTRY**

with rising ticket prices and increasing attendance. Fans seek more meaningful connections to talent through live events and social. Talent seek to increase their engagement with fans.

**BUT, WE'VE SEEN FIRSTHAND  
THAT THE LIVE INDUSTRY IS BROKEN.**

Accessing talent is a mystifying, inefficient, and inconsistent process: there is no platform that allows buyers to connect with talent through one platform, submitting offers, negotiating and processing payment, end-to-end.

# FYRE

## FYRE REMOVES THE FRICTION TO SECURING TALENT

Fyre is a global entertainment marketplace that helps venues, brands, and qualified private buyers book talent for live performances, appearances, and paid social posts through one consistent and easy digital platform.

Since launching in May 2016, thousands of offers representing tens of millions of dollars of performances and appearances have been made and accepted with Fyre.



MUSICIANS

ATHLETES

MODELS

INFLUENCERS



## TALENT NETWORK



JAMIE FOXX



QUEEN LATIFAH



IGGY AZALEA



LIL WAYNE



DJ KHALED



JESSE JO STARK

FYRE'S ROSTER INCLUDES SOME OF THE MOST ICONIC NAMES IN ENTERTAINMENT INCLUDING:

LIL WAYNE, DJ KHALED, ANTONIO PIERCE, JAMIE FOXX,  
QUEEN LATIFAH, AND HUNDREDS OF OTHER NOTABLE ARTISTS, ATHLETES AND INFLUENCERS.

# FOR BUYERS & TALENT

## **BUYERS**

Quickly submit and negotiate offers, and finalize payments

## **TALENT**

Evaluate, negotiate and accept offers

## **BUYERS & TALENT**

More bookings and connections between talent and buyers facilitated than ever before.

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### WITHIN THE FYRE PLATFORM

#### **FYRE STREAMLINES THE BOOKING PROCESS FOR BUYERS, FACILITATING MORE TRANSACTIONS.**

Fyre is the first end-to-end platform for talent bookers: buyers submit and negotiate offers, sign contracts and finalize payments, all with Fyre.

We've built a communications and integrated payments platform to remove pain points from the booking process and enhance efficiency on both sides of the deal.

#### **FYRE MAXIMIZES TALENT EARNINGS BY EXPOSING THEIR AVAILABILITY TO QUALIFIED TALENT BUYERS AND VENUES.**

This allows for more bookings through increased visibility to talent buyers and simplifies the day-to-day management. The Fyre platform securely and confidentially manages the entire booking process, from initial offer to payment and day-of coordination.



# FYRE ASSESSES A 10% FEE TO BUYERS AND DOES NOT TAKE A COMMISSION FROM TALENT ON BOOKINGS

We provide incredible value to our buyers for the fee that we assess – through making the talent booking process quicker, easier and more transparent than the previous cumbersome model of connecting with talent. We also redirect 25% of the Fyre fee (2.5% of the booking) to talent by way of benefits. This is unprecedented in the entertainment space and builds long-term loyalty with talent.

Our interactive real-time platform is constantly evolving to meet the needs of our talent buyers. We work in tandem with talent management teams to maximize their talent's revenue and develop their fan-base.

WE TAKE NO DIRECT LIABILITY FOR ANY BOOKINGS MADE WITH FYRE. EACH AGREEMENT IS BETWEEN TALENT AND THE BUYER. IF TALENT FAILS TO PERFORM, BUYERS ARE BACKED WITH THE FYRE GUARANTEE, WHICH REIMBURSES THEIR FEE THROUGH THIRD PARTY INSURANCE. FYRE, IN GOOD-FAITH, WORKS WITH TALENT BUYERS TO FIND SUITABLE LAST MINUTE ALTERNATIVES.

FYRE FESTIVAL





**"COME, SEEK,  
FOR SEARCHING IS THE FOUNDATION  
OF FORTUNE"**



A photograph of a large crowd at a music festival at night. Many people have their hands raised in the air. In the background, there are bright stage lights and beams of light from the stage. The overall atmosphere is energetic and festive.

WHAT IF WE REIMAGINED  
WHAT IT MEANS TO  
ATTEND A MUSIC FESTIVAL?

A person is standing on a sandy beach at night, holding a flaming torch high in the air. The torch is the primary light source, casting a bright orange glow and illuminating the person's arm and the sand around them. The background is dark, with some faint lights visible in the distance. The overall mood is one of inspiration and energy.

THE ACTUAL EXPERIENCE EXCEEDS ALL EXPECTATIONS AND IS  
SOMETHING THAT'S HARD TO PUT TO WORDS.

IT WILL IGNITE THAT TYPE OF ENERGY, THAT TYPE OF POWER IN OUR GUESTS.



## OUR VISION

**Fyre has a unique goal and inspiration:  
the exploration of the uncharted inspired by and  
referencing the five elements of the earth**

Throughout the next five years, we will traverse the globe to find untouched lands and convert them into unparalleled experiences. Fyre will work to bring life to each region. Through the purchase of significant land, we will utilize the each festival as a major cultural event to bring awareness, visitors and livelihood to the land.



YEAR 1  
~~~~~  
WATER

## OVERVIEW

Fyre Festival leverages our global access to talent and our understanding of the millennial demographic to create

**THE CULTURAL EXPERIENCE OF THE DECADE.**

**Fyre Festival** is a rich experience that emboldens our quest to connect a diverse set of influencers.

For two weekends in April and May, the curious and adventurous come together on a private **Exuma island**:

Fyre Festival will feature **music** from the greatest talents in the world, **immersive experiences** through art, theatre, and a weekend long **treasure hunt**; as well as **informative discussions** with some of the brightest minds in the world. Fyre will be defined by its ability to connect: the ultimate in a tasteful experience.

# WELCOME TO FYRE FESTIVAL



CLICK TO VIEW



## SUMMARY

These weekends go beyond the beauty of a remote beach, its vast landscape and perfect waters.

These weekends go beyond the beauty of a remote beach, its vast landscape and perfect waters.

## FYRE

TWO WEEKENDS | 40,000 GUESTS | THE EXUMAS

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## HEADLINERS

G.O.O.D. MUSIC

MAJOR LAZER

DISCLOSURE  
(DJ SET)

Fyre Cay, Exumas

April 28th - 30th 2017

•  
May 5th - 7th 2017



# FYRE STARTERS



# FYRE STARTERS

To ignite the Fyre Festival we compiled 100 of the most influential personalities globally to launch a coordinated influencer marketing campaign

On Monday, December 12th at 5pm an ambiguous orange tile was posted to the below accounts reaching over **300mm people in 24 hours**

## THESE AMBASSADORS STAND AS PART OF, AND REPRESENTATIVE OF, THE FYRE TRIBE.

They are **key personalities** to lead the attendance of an influential audience at the Fyre Festival around the world and therefore your potential brand partners.



[Kendall Jenner](#)

72.5m followers  
6.3m likes



[Emily Ratajkowski](#)

10.6m followers  
48k likes



[Bella Hadid](#)

9.7m followers  
94k likes



[Chiara Ferragni](#)

7.8m followers  
13 k likes



[Hailey Baldwin](#)

8.6m followers  
56.1k likes



[Rocky Barnes](#)

885k followers  
14.6 likes



[Alessandra Ambrosio](#)

7.6m followers  
21 k likes



[Nick Bateman](#)

6m followers  
34k likes



[Yovana Ventura](#)

4.7m followers  
6.7k likes



[Bella Thorne](#)

14.8m followers  
4.5k likes



[Marcus Butler](#)

3.6m followers  
39.2k likes



[Elsa Hosk](#)

3.2m followers  
19.2k likes



[Jen Selter](#)

10.5m followers  
5k likes



[Paulina Vega](#)

2.7m followers  
5.5k likes



# FYRE STARTERS

CONTINUED



[Ashanti](#)

2.2m followers  
1.3k likes



[Anastasia Karanikolaou](#)

2.2m followers  
12.3k likes



[Sammy Wilk](#)

1.9m followers  
16.5k likes



[Julia Kelly](#)

1.9m followers  
4.8k likes



[Bryana Holly](#)

1.6m followers  
8.7k likes



[Chanel Iman](#)

1.2m followers  
2.3k likes



[Anastasia Ashley](#)

1.1m followers  
1.8k likes



[Helen Owen](#)

1.1m followers  
3.8k likes



[Lais Riberio](#)

1m followers  
5k likes



[Carmella Rose](#)

1m followers  
2.2k likes



[Kyra Santoro](#)

915k followers  
15k likes



[Shanina Shaik](#)

842k followers  
2k likes



[Nicole Williams](#)

760k followers  
1.4 likes



[Rose Bertram](#)

650k followers  
5.5k likes



[Steven Kelly](#)

628k followers  
5k likes



[Soo Joo](#)

474k followers  
2.9k likes



[Joy Corrigan](#)

458k followers  
518 likes



[Hannah Ferguson](#)

398k followers  
707 likes



[Juliana Herz](#)

388k followers  
984 likes



[Marina Laswick](#)

365k followers  
2.5k likes



[Gizele Oliveira](#)

359k followers  
1.6k likes



## FYRE STARTERS

CONTINUED



[Daniella Lopez](#)

351k followers

1k likes



[Nadine Leopold](#)

308k followers

1.1k likes



[Cindy Prado](#)

295k followers

936 likes



[Ryan Leslie](#)

280k followers

628 likes



[Chris Harris Jr.](#)

258k followers

.3k likes



[Delilah Belle](#)

206k followers

1.1k likes



[Keilah K](#)

192k followers

633 likes



[Duckie Thot](#)

186k Followers

820 Likes



[Chris Johnson](#)

159k followers

309 likes



[Joe Weir](#)

152k followers

1k likes



[Anna Herrin](#)

142k followers

251 likes



[Stipe Miocic](#)

141k followers

794 likes



[Brooks Nader](#)

121k followers

1.4k likes



[Tatiana Dieteman](#)

108k followers

154 likes



## FYRE STARTERS

CONTINUED



[Lyzy Adler](#)

101k followers  
529 likes



[Cassie Brown](#)

96.6k followers  
488 likes



[Maggie Rawlins](#)

95.4k followers  
303 likes



[Heidi De La Rosa](#)

59.2k followers  
193 likes



[Alina Baikova](#)

58.8k followers  
177 likes



[Marshall Faulk](#)

51.3k followers  
113 likes



[Aisha Atkins](#)

44.4k followers  
89 likes



[Corey Liuget](#)

43.5k followers  
200 likes



[Natalia Borges](#)

43k followers  
416 likes



[Brittany Atkins](#)

37.8k followers  
74 likes



[Ania C](#)

33.6k followers  
424 likes



[Angie Bryan](#)

27k followers  
50 likes



[Alan Leyva](#)

26.1k followers  
291 likes



[Brandon Flowers](#)

25.2k followers  
203 likes



## FYRE STARTERS

AS PART OF OUR INFLUENCER MARKETING CAMPAIGN, WE PARTNERED WITH KENDALL JENNER TO ANNOUNCE OUR FIRST HEADLINERS, THE G.O.O.D. MUSIC FAMILY.

WITHIN FIVE DAYS, SHE AMASSED APPROXIMATELY  
**6 MILLION UNIQUE IMPRESSIONS**,  
LEADING TO AN EXPONENTIAL LEAP IN WEBSITE VIEWS  
AND TICKET PURCHASES.





## WHAT THE PRESS IS SAYING

Fyre Festival's influencer outreach marketing campaign enabled the brand to garner an extraordinary amount of press, amassing a total of **300 mm** social media views **1.5mm** media impressions in the 48 hours after launch.

VOGUE

ELLE  
AUSTRALIA

COSMOPOLITAN

Esquire

BAZAR

InStyle

TMZ

Sports  
Illustrated

POPSUGAR.

GLAMOUR



W



'Is Fyre Festival The New Coachella?'

'Fyre Festival looks set to be the biggest  
fomo-inducing event of 2017'

'Think Coachella x 1000 and you're still not even close.'

'This Mysterious New Festival Is the next BIG destination event'

'What I discovered was the Fyre Festival. A music, art and  
food festival taking place on the private island of Fyre Cay in  
the Exumas, Bahamas.'

'The viral marketing campaign pulled me in but the promise  
of a life changing experience hooked me.'

'Fyre Festival is not your typical festival experience.'



# YEAR 1 ACHIEVEMENTS

**300MM**

SOCIAL IMPRESSIONS

**1.5MM**

MEDIA IMPRESSIONS

**EXPECTING 100% SELL OUT  
BY MARCH 31ST**

SECURING

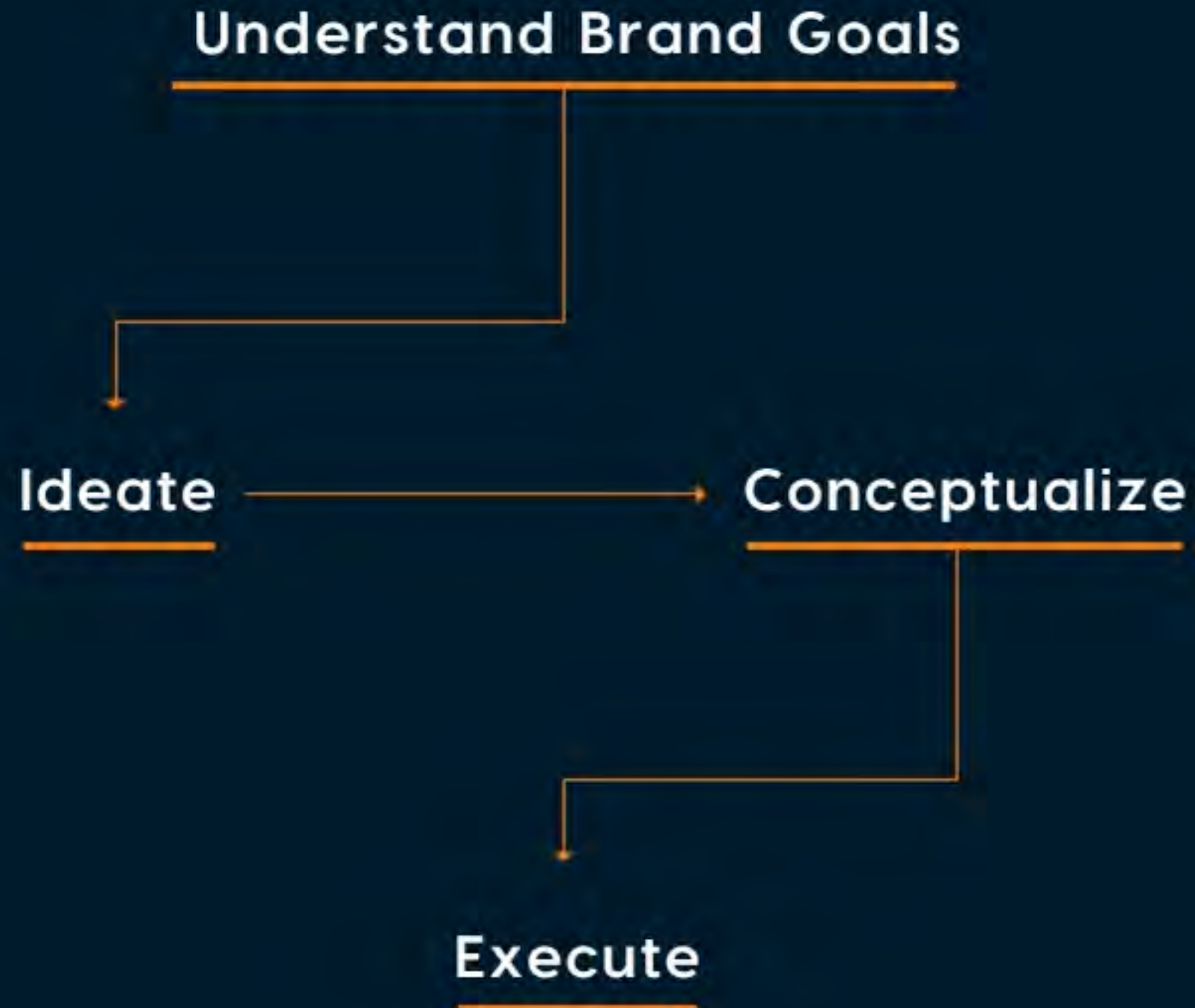
**PARTNERS AND  
SPONSORS**

# BRAND SYNERGY



**Sponsorship is a key revenue stream for Fyre Festival.**

**Our 360 methodology allows to capture brand revenue in a unique manner**





## PENDING PARTNERSHIPS

Fyre Festival has identified and secured several brand partners that will attract the aspirational, thrill-seeking audience that the island deserves. By amplifying our marketing efforts through their existing channels, we will in turn be able to elevate the onsite experience for all.

OUR PENDING PARTNERS INCLUDE:



**SAMSUNG**

PENDING



**VILEBREQUIN**

PENDING



**CASAMIGOS**  
*Tequila*

PENDING



**Pernod Ricard**

PENDING

**BANDIER**

PENDING



**XXX MAGNISES**

CONFIRMED



CONFIRMED



**TT TABLELIST**

CONFIRMED

# LAND OWNERSHIP

Fyre has been given \$8.4mm of market value land on Black Point, Exuma in exchange for hosting the festival and advertising the island.

# FINANCIALS

PLEASE SEE APPENDIX



## RAISE

**\$25mm raise to acquire 500 exclusive managers and expand Fyre globally.**

FYRE SQUAD

WE'VE CRAFTED A TEAM OF ROCKSTARS TO SPREAD FYRE.

Combined we've sold

**60MM RECORDS  
WORLDWIDE**

Amassed

**DECADES OF EXPERIENCE IN THE  
MUSIC AND ENTERTAINMENT INDUSTRY**

Founded three other companies, and have worked at top companies including

**GOOGLE, NIKE, HELMUT LANG, AND BREATHER**

We share an extraordinary passion for changing the cumbersome and mystifying entertainment industry as we know it, and have set course to make the industry more accessible and transparent.



## FOUNDERS



### **BILLY MCFARLAND**

#### **FOUNDER & CEO**

Billy McFarland is the Founder and CEO of Fyre, where he guides the company's overall direction and strategy. His other companies include Magnises and Spring. Billy is also the founder of two non-profits Accelerate and LEAP.



### **JA RULE**

#### **FOUNDER**

Ja Rule is the founder of Fyre, where he is responsible for overall business strategy, guiding creative and facilitating artist relations. A three-time Grammy Nominee with over 60 million records sold worldwide, he is widely recognized as among the most commercially successful hip-hop artists of all time.

In the tech space, he is an investor and advisor to the hugely successful members-only benefits platform, Magnises. And as a television personality he is both star and executive producer of the MTV docu-series *Follow The Rules*.

# THE FYRE SQUAD



**MDAVID LOW**

CCO

MDavid Low is a co-founder of Fyre and its Chief Creative Officer, responsible for product design excellence and implementation. Prior to Fyre, MD created notable and award winning digital products as Executive Creative Director at R/GA, as well as Design Director at Nike.



**GRANT MARGOLIN**

CMO

Grant oversees marketing and brand strategy. Prior to his role with Fyre, he oversaw all marketing and brand strategy for Magnises, the fastest growing experiential benefits platform globally. Grant began his career working for Daymond John, a noted angel investor and "Shark" on ABC's Shark Tank. Grant graduated Summa Cum Laude from Syracuse University's Bandler Program for Music and Allied Entertainment Industries.



**MARK NAUROTH**

CTO

Mark oversees the architecture and implementation of Fyre's digital platforms. His career writing enterprise-level software spans sectors as diverse as finance and food service and has grossed tens of millions of revenue. Mark is also an author, speaker, and avid antiquities collector.



**JASON VE**

COO

Jason oversees revenue-generating functions at Fyre, including sales, talent bookings, business development and partnerships. Jason has a decade of experience in the music, entertainment and tech industry, and comes to Fyre from Google where he oversaw music and entertainment partnerships. Prior to Google, Jason worked in business development roles at Disney and Viacom, and as an investment banker at UBS. Jason graduated from NYU Stern.



**MICHAEL CICCARELLI**

LEAD, FRONT-END

Michael is responsible for both front-end and back-end engineering. Michael was previously the Lead Engineer at Vice Media and Condé Nast.



**SHIYUAN DENG**

PRODUCT DESIGNER

Shiyuan is responsible for product design, working with both the creative and engineering team to design meaningful features for Fyre's users. Shiyuan's entrepreneurial background allows her to understand both Fyre's product goals and user's needs.





**SHERIDAN LOW**

**DIGITAL PRODUCTION MANAGER**

Sheridan Low is responsible for digital production and live stream operations. Prior to Fyre, Sheridan proudly served in the Army National Guard as the Operations and Logistics Sergeant for California's Search and Extraction team within the Homeland Response Force.



**NYLA COFFIE**

**DIRECTOR OF EXPERIENTIAL MARKETING**

Nyla oversees experiential marketing. Her goal is to bring the Fyre brand to life for all of our audiences. Prior to her role with Fyre, she led event marketing for the NYC region of Breathe. She has also worked in event marketing at Pager and Teach For America.



**SAMUEL KROST**

**DIRECTOR, TALENT MANAGEMENT**

Samuel oversees talent relationships and bookings for Fyre. Samuel's industry background at Helmut Lang and Onia allows him to develop meaningful relationships with both talent and buyers.



**HO WILKERSON**

**DIRECTOR, TALENT & BOOKING OPERATIONS**

HO oversees all operations for Fyre's bookings, liaising with the talent team, marketing team and buyer to ensure a seamless booking. Prior to Fyre, he ran marketing and operations for Murder, Inc. and Bad Boy Entertainment.



**IAN BROWNE**

**TALENT DIRECTOR**

Ian is Manager of Talent at Fyre, leading model and buyer acquisition. Prior to Fyre, Ian was COO of Patrick McMullan Agency where he led the joint venture with Getty Images. Prior to his role with PMC, Ian started the capital raising division at Phoenix Partners Group, an inter-dealer broker in NYC. Ian has an MBA from Emory University.



**GRACIE LUNDELL**

**PRODUCT ENGINEER**

Gracie is a developer for front-end design for Fyre. Gracie was previously a front-end developer for Blacktower Entertainment and graduated from Portland State University.

## THE FIRE SQUAD



### **MATTE**

CREATIVE PARTNER

MATTE is a creative agency and production company focused on culture and content creation.

Some of our clients include CHANEL, DKNY, FINISH LINE, GOOGLE, HELMUT LANG, INTERVIEW, MAJE, MARGIELA, NIKE, PERNOD RICARD, RAG & BONE, SAMSUNG, SNAPCHAT, SOHO HOUSE, VOGUE.



### **FUCK JERRY**

SOCIAL MEDIA

From the success of his personal Instagram account, Elliot Tebete has built an empire through social media. Through thoughtful content strategy, Fuck Jerry references, in-depth analytics to ensure that the data behind content performance is aligned with creative direction. Analytics are based on three factors: audience, engagement, and optimization.



### **42WEST**

PUBLIC RELATIONS

With unparalleled experience, contacts, and expertise, 42West is one of the leading full-service public-relations firms in the entertainment industry.

# THE FYRE SQUAD



## **TABLELIST**

### TICKETING

Tablelist is the leading real time online reservation, ticketing and event management platform for nightlife and events. Tablelist is currently active in over 500 venues partners across 9 countries and 25 cities.



## **NATE BROWN**

### CREATIVE DIRECTION

From stage visuals for Beyoncé and Kanye West to Alexander Wang and John Elliot, Institute has provided creative direction for several of the most talked about events in recent years. The talented creatives will join Fyre as the lead on set/stage design throughout the island.



## **DPS**

### PRODUCTION

From concept to realization, DPS is an industry leader in the development and execution of worldwide event productions including The Global Poverty Project's Global Citizen Festival in Central Park, NY, iHeartRadio Music Festival and Jungle Ball Tour, Rock and Roll Hall of Fame's 25th Anniversary, Tidal X, NBA All-Star Halftime Show in New Orleans, and multiple NFL events.









**"SEEK THOSE WHO LIGHT YOUR FLAMES."**  
**-RUMI**

